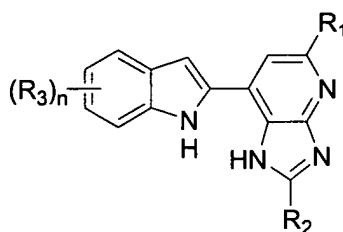


This listing of claims will replace all prior versions, and listings, of claims in the application:

1. **(Currently Amended)** A compound having the structure (I):



(I)

~~and~~ or pharmaceutically acceptable ~~derivatives~~ derivative thereof;

wherein n is an integer from 0-4;

R₁ is hydrogen, -NH₂, -NHMe, -NHAc, -OH, F, -OMe, -CN, or -NH(C=O)OEt;

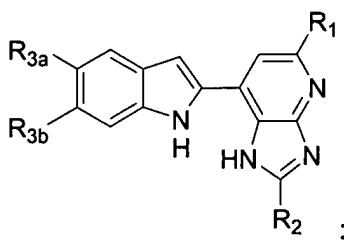
R₂ is hydrogen, -NR_AR_B, -OR_A, an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_A and R_B are each independently hydrogen or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety;

each occurrence of R₃ is independently hydrogen, halogen, cyano, or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or a group -G-R_C, wherein G is absent or is -CH₂-, -NR_D-, -O-, or (C=O), and wherein R_C is hydrogen, -NR_FR_G, -OR_F, -SR_F, or an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_D, R_F and R_G are each independently hydrogen, -NR_xR_y, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_D and R_C or R_F and R_G taken together are a 3-, 4-, 5-, 6-, 7- or 8-membered substituted or unsubstituted cycloaliphatic or cycloheteroaliphatic moiety; wherein each occurrence of R_x and R_y is independently hydrogen, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_x and R_y taken together are a 4-, 5- or 6-membered substituted or unsubstituted, saturated or unsaturated cycloaliphatic or

cycloheteroaliphatic moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

2. **(Original)** The compound of claim 1, wherein the compound has the structure:

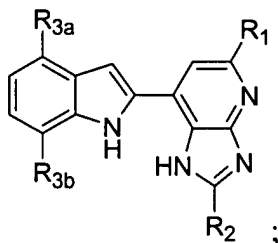


wherein R_{3a} and R_{3b} are each independently hydrogen, halogen, cyano, or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or a group -G-R_C, wherein G is absent, -CH₂-, -NR_D-, -O-, or (C=O), and wherein R_C is hydrogen, -NR_FR_G, -OR_F, -SR_F, or an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_D, R_F and R_G are each independently hydrogen, -NR_xR_y, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_D and R_C or R_F and R_G taken together are a 3-, 4-, 5-, 6-, 7- or 8-membered substituted or unsubstituted cycloaliphatic or cycloheteroaliphatic moiety; wherein each occurrence of R_x and R_y is independently hydrogen, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_x and R_y taken together are a 4-, 5- or 6-membered substituted or unsubstituted, saturated or unsaturated cycloaliphatic or cycloheteroaliphatic moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated; and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or

unsubstituted.

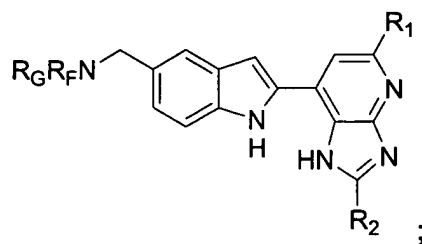
3. **(Original)** The compound of claim 1, wherein the compound has the structure:



wherein R_{3a} and R_{3b} are each independently hydrogen, halogen, cyano, or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or a group -G-R_C, wherein G is absent, -CH₂-, -NR_D-, -O-, or (C=O), and wherein R_C is hydrogen, -NR_FR_G, -OR_F, -SR_F, or an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_D, R_F and R_G are each independently hydrogen, -NR_xR_y, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_D and R_C or R_F and R_G taken together are a 3-, 4-, 5-, 6-, 7- or 8-membered substituted or unsubstituted cycloaliphatic or cycloheteroaliphatic moiety; wherein each occurrence of R_x and R_y is independently hydrogen, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_x and R_y taken together are a 4-, 5- or 6-membered substituted or unsubstituted, saturated or unsaturated cycloaliphatic or cycloheteroaliphatic moiety;

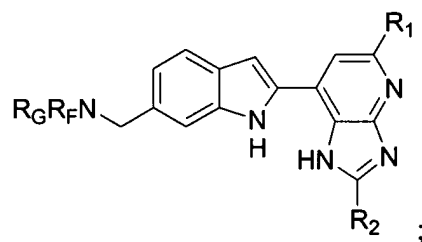
whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated; and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

4. **(Original)** The compound of claim 1, wherein the compound has the structure:



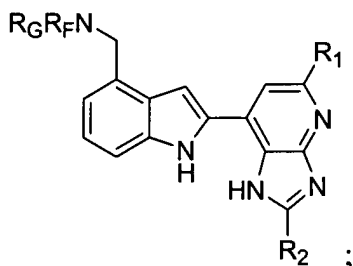
wherein R_1 , R_2 , R_F and R_G are as defined in claim 1.

5. **(Original)** The compound of claim 1, wherein the compound has the structure:



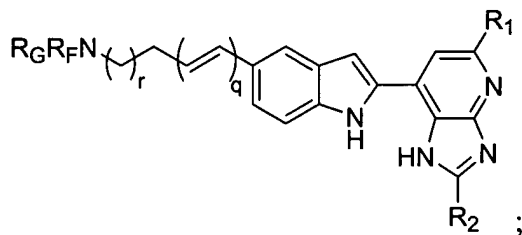
wherein R_1 , R_2 , R_F and R_G are as defined in claim 1.

6. **(Original)** The compound of claim 1, wherein the compound has the structure:



wherein R_1 , R_2 , R_F and R_G are as defined in claim 1.

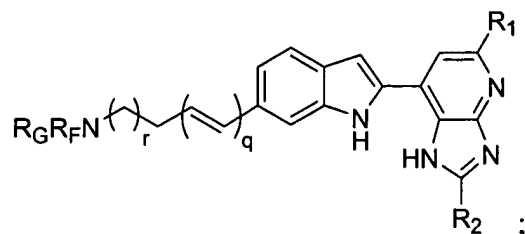
7. **(Original)** The compound of claim 1, wherein the compound has the structure:



wherein q and r are each independently 0 or 1; and R_1 , R_2 , R_F and R_G are as defined in

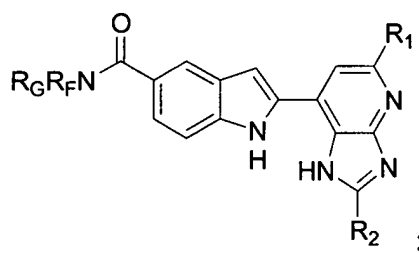
claim 1.

8. **(Original)** The compound of claim 1, wherein the compound has the structure:



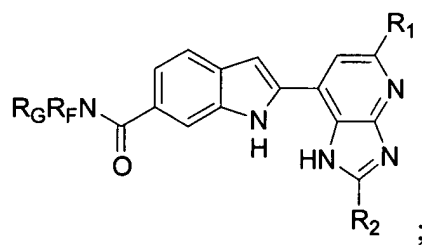
wherein q and r are each independently 0 or 1; and R₁, R₂, R_F and R_G are as defined in claim 1.

9. **(Original)** The compound of claim 1, wherein the compound has the structure:



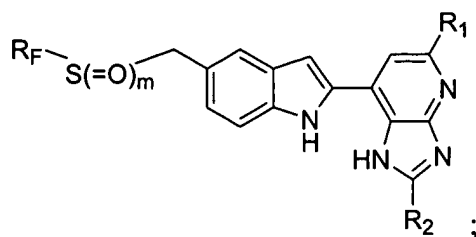
wherein R₁, R₂, R_F and R_G are as defined in claim 1.

10. **(Original)** The compound of claim 1, wherein the compound has the structure:



wherein R₁, R₂, R_F and R_G are as defined in claim 1.

11. **(Original)** The compound of claim 1, wherein the compound has the structure:



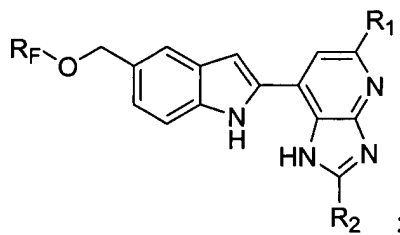
wherein R_1 and R_2 are as defined in claim 1;

m is 0, 1 or 2; and

R_F is an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated; and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

12. **(Original)** The compound of claim 1, wherein the compound has the structure:

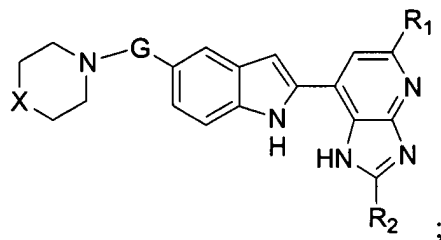


wherein R_1 and R_2 are as defined in claim 1; and

R_F is hydrogen, a protective group or an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated; and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

13. **(Original)** The compound of claim 1, wherein the compound has the structure:



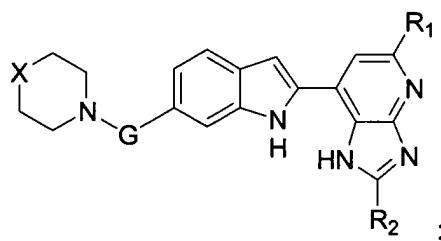
wherein R_1 and R_2 are as defined in claim 1;

G is CH_2 or $-(\text{C}=\text{O})$; and

X is O, S, C=O, S=O, $\text{C}=\text{CR}_4\text{R}_5$, NR_4 , or CR_4R_5 ; wherein each occurrence of R_4 and R_5 is independently hydrogen, hydroxyl, halogen, cyano an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, or is an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

14. **(Original)** The compound of claim 1, wherein the compound has the structure:



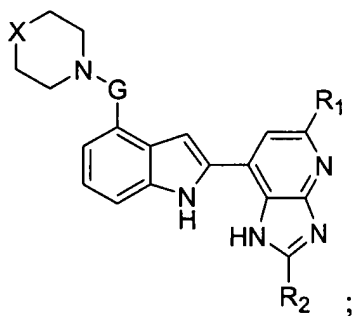
wherein R_1 and R_2 are as defined in claim 1;

G is CH_2 or $-(\text{C}=\text{O})$; and

X is O, S, C=O, S=O, $\text{C}=\text{CR}_4\text{R}_5$, NR_4 , or CR_4R_5 ; wherein each occurrence of R_4 and R_5 is independently hydrogen, hydroxyl, halogen, cyano an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, or is an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

15. **(Original)** The compound of claim 1, wherein the compound has the structure:



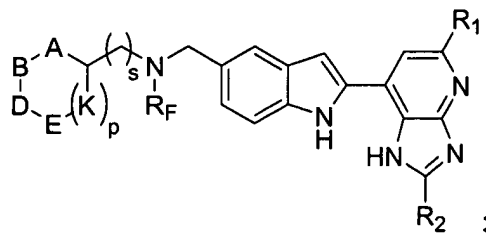
wherein R₁ and R₂ are as defined in claim 1;

G is CH₂ or -(C=O); and

X is O, S, C=O, S=O, C=CR₄R₅, NR₄, or CR₄R₅; wherein each occurrence of R₄ and R₅ is independently hydrogen, hydroxyl, halogen, cyano an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, or is an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety;

whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted.

16. **(Original)** The compound of claim 1, wherein the compound has the structure:



wherein R_1 and R_2 are as defined in claim 1;

p is an integer from 0-3;

s is an integer from 0-4;

A, B, D, E and each occurrence of K are independently absent, O, S, -C=O, -S=O, -C=CR₄R₅, -NR₄, or -CR₄R₅, wherein each occurrence of R₄ and R₅ is independently hydrogen, hydroxyl, halogen, cyano, -OR_x, -SR_x, -NR_xR_y, an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, or is an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety; and wherein A and B, B and D, D and E, E and K and any two adjacent K groups may be linked by a single or double bond as valency permits; wherein each occurrence of R_x and R_y is independently hydrogen, a protecting group, or an aliphatic, heteroaliphatic, aryl, heteroaryl, aliphaticaryl, heteroaliphatic aryl, aliphaticheteroaryl or heteroaliphaticheteroaryl moiety;

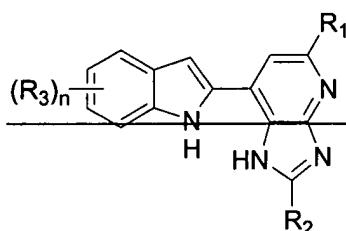
whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated and wherein each of the foregoing aryl, heteroaryl aliphaticaryl, heteroaliphatic aryl, aliphaticheteroaryl or heteroaliphaticheteroaryl moieties may be independently substituted or unsubstituted.

17. **(Original)** The compound of any one of claims 1-16, wherein R_1 is NH₂.
18. **(Original)** The compound of any one of claims 1-16, wherein R_1 is hydrogen.
19. **(Original)** The compound of any one of claims 1-16, wherein R_2 is NH₂, OH, C₁-C₆ alkyl or C₁-C₆ alkenyl, said alkyl and alkenyl groups optionally substituted with halogen or hydroxyl.
20. **(Original)** The compound of any one of claims 1-16, wherein R_2 is C₁-C₂ alkyl.
21. **(Original)** The compound of any one of claims 1-16, wherein R_2 is methyl.
22. **((Original))** The compound of any one of claims 1-16, wherein R_2 is hydrogen.

23. **(Original)** The compound of any one of claims 4-10, wherein one of R_F or R_G is hydrogen or lower alkyl; and the other is an alkyl, heteroalkyl, aryl, heteroaryl, alkylaryl or alkylheteroaryl, optionally independently substituted for each occurrence with one or more of halogen, alkoxy, thioalkyl, or substituted or unsubstituted alkyl, heteroalkyl, aryl, or heteroaryl, or wherein R_F and R_G taken together are a 3-, 4-, 5-, 6-, 7- or 8-membered substituted or unsubstituted, saturated or unsaturated cyclic or heterocyclic moiety.
24. **(Original)** The compound of any one of claims 4-10, wherein one of R_F or R_G is hydrogen or lower alkyl; and the other is an aryl, heteroaryl, alkylaryl or alkylheteroaryl moiety, optionally independently substituted for each occurrence with one or more of halogen, alkoxy, thioalkyl, or substituted or unsubstituted alkyl, heteroalkyl, aryl, or heteroaryl, or wherein R_F and R_G taken together are a 3-, 4-, 5-, 6-, 7- or 8-membered substituted or unsubstituted, saturated or unsaturated cyclic or heterocyclic moiety.
25. **(Original)** The compound of claim 24, wherein one of R_F or R_G is hydrogen or lower alkyl; and the other is phenyl, pyridyl, (alkyl)phenyl, or (alkyl)pyridyl, optionally substituted with one or more occurrences of halogen, trifluoromethoxy, methoxy, trifluoromethyl, methylthio, or substituted or unsubstituted lower alkyl, lower heteroalkyl, aryl or heteroaryl.
26. **(Original)** The compound of any one of claims 4-10, wherein one of R_F or R_G is hydrogen or lower alkyl; and the other is a cyclic or acyclic, linear or branched, saturated or unsaturated aliphatic moiety optionally substituted with one or more of substituted or unsubstituted aryl, heteroaryl, amide, alkoxy, hydroxyl, thioalkyl, thiol, acyl or amino.
27. **(Original)** The compound of claim 11, wherein R_F is an alkyl, cycloalkyl, heteroalkyl, cycloheteroalkyl, aryl, heteroaryl, alkylaryl or alkylheteroaryl, optionally independently substituted for each occurrence with one or more of halogen, alkoxy, thioalkyl, or substituted or unsubstituted alkyl, heteroalkyl, aryl, or heteroaryl.

28. **(Original)** The compound of claim 12, wherein R_F is hydrogen, a protecting group, or an alkyl, cycloalkyl, heteroalkyl, cycloheteroalkyl, aryl, heteroaryl, alkylaryl or alkylheteroaryl, optionally independently substituted for each occurrence with one or more of halogen, alkoxy, thioalkyl, or substituted or unsubstituted alkyl, heteroalkyl, aryl, or heteroaryl.

29. **(Currently Amended)** A pharmaceutical composition comprising a compound of claim 1 ~~having the structure (I):~~



(I)

~~and pharmaceutically acceptable derivatives thereof;~~

wherein n is an integer from 0-4;

R_1 is ~~hydrogen, NH_2 , $NHMe$, $NHAc$, OH , F , OMe , CN , or $NH(C=O)OEt$;~~

~~R_2 is hydrogen, $NR_A R_B$, OR_A , an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_A and R_B are each independently hydrogen or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety;~~

~~each occurrence of R_3 is independently hydrogen, halogen, cyano, or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or a group $-G-R_C$, wherein G is absent or is $-CH_2-$, NR_D , O , or $(C=O)$, and wherein R_C is hydrogen, $NR_F R_G$, OR_F , SR_F , or an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_D , R_F and R_G are each independently hydrogen, $NR_x R_y$, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_D and R_C or R_F and R_G taken together are a 3-, 4-, 5-, 6-, 7- or 8-membered substituted or unsubstituted cycloaliphatic or cycloheteroaliphatic moiety; wherein each occurrence of R_x and R_y is independently hydrogen, an aliphatic, cycloaliphatic, heteroaliphatic,~~

~~cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_x and R_y taken together are a 4-, 5- or 6-membered substituted or unsubstituted, saturated or unsaturated cycloaliphatic or cycloheteroaliphatic moiety;~~

~~whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted; and~~

and a pharmaceutically acceptable carrier or diluent; and optionally further comprising an additional therapeutic agent.

30. **(Currently Amended)** The pharmaceutical composition of claim 29, wherein the compound is present in an ~~amout~~ amount effective to inhibit inflammatory cytokine pathway.

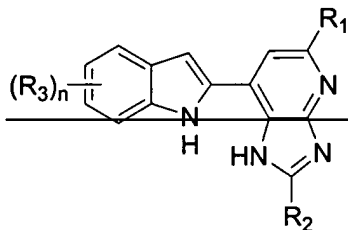
31. **(Currently Amended)** The pharmaceutical composition of claim 29, wherein the compound is present in an ~~amout~~ amount effective to inhibit cell proliferation.

32. **(Currently Amended)** The pharmaceutical composition of claim 29, wherein the compound is present in an ~~amout~~ amount effective to exhibit an anti-inflammatory effect.

Claims 33-59 **(Canceled)**

60. **(Currently Amended)** A method for treating an inflammatory or autoimmune disorder or proliferative disorder comprising:

administering to a subject in need thereof a therapeutically effective amount of a compound of claim 1 ~~having the structure (I):~~



(I)

~~and pharmaceutically acceptable derivatives thereof;~~

~~wherein n is an integer from 0-4;~~

~~R₁ is hydrogen, NH₂, NHMe, NHAc, OH, F, OMe, CN, or NH(C=O)OEt;~~

~~R₂ is hydrogen, NR_AR_B, OR_A, an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_A and R_B are each independently hydrogen or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety;~~

~~each occurrence of R₃ is independently hydrogen, halogen, cyano, or an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or a group G-R_C, wherein G is absent or is CH₂, NR_D, O, or (C=O), and wherein R_C is hydrogen, NR_FR_G, OR_F, SR_F, or an aliphatic, heteroaliphatic, aryl, or heteroaryl moiety, wherein R_D, R_F and R_G are each independently hydrogen, NR_xR_y, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_D and R_C or R_F and R_G taken together are a 3, 4, 5, 6, 7 or 8 membered substituted or unsubstituted cycloaliphatic or cycloheteroaliphatic moiety; wherein each occurrence of R_x and R_y is independently hydrogen, an aliphatic, cycloaliphatic, heteroaliphatic, cycloheteroaliphatic, aryl, or heteroaryl moiety, an acyl moiety substituted with an aliphatic, heteroaliphatic, aryl or heteroaryl moiety, or wherein R_x and R_y taken together are a 4, 5 or 6 membered substituted or unsubstituted, saturated or unsaturated cycloaliphatic or cycloheteroaliphatic moiety;~~

~~whereby each of the foregoing aliphatic or heteroaliphatic moieties may be independently substituted or unsubstituted, cyclic or acyclic, linear or branched, saturated or unsaturated and wherein each of the foregoing aryl or heteroaryl moieties may be independently substituted or unsubstituted; and~~

and a pharmaceutically acceptable carrier or diluent; and optionally further comprising administering an additional therapeutic agent.

Claims 61-87 (**Canceled**)

88. **(Original)** The method of claim 60, wherein the inflammatory or autoimmune disorder or proliferative disorder is rheumatoid arthritis, ulcerative colitis/Crohn's disease, central nervous system diseases (CNS) such as multiple sclerosis, systemic lupus erythematosus, asthma, allograft rejection/graft versus host disease (GVHD), psoriasis, atopic dermatitis, eczema, urticaria, allergic rhinitis, myasthenia gravis, diabetes, idiopathic thrombocytopenia purpura, glomerulonephritis, cardiovascular disease, or cancer.

89. **(Original)** The method of claim 60, wherein the inflammatory disorder is rheumatoid arthritis.

90. **(Original)** The method of claim 60, wherein the inflammatory disorder is ulcerative colitis/Crohn's disease.

91. **(Original)** The method of claim 60, wherein the inflammatory disorder is multiple sclerosis.

92. **(Original)** The method of claim 60, wherein the inflammatory disorder is asthma.

93. **(Original)** The method of claim 60, wherein the inflammatory disorder is psoriasis.

94. **(Original)** The method of claim 60, wherein the inflammatory disorder is allograft rejection/GVHD.

95. **(Original)** The method of claim 60, wherein the inflammatory disorder is idiopathic thrombocytopenia purpura.
96. **(Original)** The method of claim 60, wherein the inflammatory disorder is allergic rhinitis.
97. **(Original)** The method of claim 60, wherein the inflammatory disorder is atopic dermatitis.
98. **(Original)** The method of claim 60, wherein the inflammatory disorder is systemic lupus erythematosus.
99. **(Original)** The method of claim 60, wherein the inflammatory disorder is glomerulonephritis.
100. **(Original)** The method of claim 60, wherein the inflammatory disorder is diabetes.